

WYCKOFF MARK D
Form 4
February 01, 2005

FORM 4 UNITED STATES SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549

OMB APPROVAL

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Check this box if no longer subject to Section 16. Form 4 or Form 5 obligations may continue. See Instruction 1(b).

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF SECURITIES

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934, Section 17(a) of the Public Utility Holding Company Act of 1935 or Section 30(h) of the Investment Company Act of 1940

(Print or Type Responses)

1. Name and Address of Reporting Person *
WYCKOFF MARK D

2. Issuer Name and Ticker or Trading Symbol
NISOURCE INC/DE [NI]

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

(Last) (First) (Middle)
801 E 86TH AVENUE

(Street)

3. Date of Earliest Transaction (Month/Day/Year)
01/28/2005

____ Director _____ 10% Owner
 Officer (give title below) _____ Other (specify below)
Senior Vice President

MERRILLVILLE, IN 46410-6272

(City) (State) (Zip)

4. If Amendment, Date Original Filed(Month/Day/Year)

6. Individual or Joint/Group Filing(Check Applicable Line)
 Form filed by One Reporting Person
____ Form filed by More than One Reporting Person

Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned

1. Title of Security (Instr. 3)	2. Transaction Date (Month/Day/Year)	2A. Deemed Execution Date, if any (Month/Day/Year)	3. Transaction Code (Instr. 8)	4. Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5)	5. Amount of Securities Beneficially Owned Following Reported Transaction(s) (Instr. 3 and 4)	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Indirect Beneficial Ownership (Instr. 4)
			Code	V Amount (A) or (D) Price			
Common Stock	01/28/2005		S	1,569 D \$ 22.645	84,804.2326	D	
Common Stock	01/29/2005		J ⁽¹⁾	V 58.5309 A \$ 0	84,862.7635	D	
Common Stock	02/01/2005		D	4,950 D \$ 0	79,912.7635	D	
Common Stock					2,965.8919	I	401(k) Plan

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

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(9-02)

Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned
(e.g., puts, calls, warrants, options, convertible securities)

1. Title of Derivative Security (Instr. 3)	2. Conversion or Exercise Price of Derivative Security	3. Transaction Date (Month/Day/Year)	3A. Deemed Execution Date, if any (Month/Day/Year)	4. Transaction Code (Instr. 8)	5. Number of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)	6. Date Exercisable and Expiration Date (Month/Day/Year)	7. Title and Amount of Underlying Securities (Instr. 3 and 4)	8. Price or Value of Underlying Securities (Instr. 3 and 4)	
				Code	V (A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares
Non Qualified Stock Options	\$ 16.22					11/01/2000	08/22/2005	Common Stock	6,800
Non Qualified Stock Options	\$ 18.44					01/31/2001	01/31/2010	Common Stock	10,000
Non Qualified Stock Options	\$ 18.91					11/01/2000	08/27/2006	Common Stock	7,000
Non Qualified Stock Options	\$ 19.84					01/01/2004	01/01/2013	Common Stock	22,124
Non Qualified Stock Options	\$ 20.64					11/01/2000	08/26/2007	Common Stock	6,000
Non Qualified Stock Options	\$ 21.005					01/25/2002	01/25/2012	Common Stock	22,831
Non Qualified	\$ 21.86					01/01/2005	01/01/2014	Common Stock	20,950

Stock Options						
Non Qualified Stock Options	\$ 22.22	08/22/2001	08/24/2010	Common Stock	20,000	
Non Qualified Stock Options	\$ 22.62	01/03/2006	01/03/2015	Common Stock	51,429	
Non Qualified Stock Options	\$ 24.59	11/01/2000	08/24/2009	Common Stock	10,000	
Non Qualified Stock Options	\$ 25.94	01/01/2002	01/01/2011	Common Stock	18,868	
Non Qualified Stock Options	\$ 29.22	11/01/2000	08/25/2008	Common Stock	8,000	

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
WYCKOFF MARK D 801 E 86TH AVENUE MERRILLVILLE, IN 46410-6272			Senior Vice President	

Signatures

Gary W. Pottorff, Power of Attorney
02/01/2005
**Signature of Reporting Person Date

Explanation of Responses:

- * If the form is filed by more than one reporting person, see Instruction 4(b)(v).
- ** Intentional misstatements or omissions of facts constitute Federal Criminal Violations. See 18 U.S.C. 1001 and 15 U.S.C. 78ff(a).
- (1) Includes shares acquired through the Employee Stock Purchase Plan. Transaction is exempt pursuant to Section 16(a) of the Securities and Exchange Act.

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, see Instruction 6 for procedure. Potential persons who are to respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB number.